

APPENDIX 64

REDACTED

BROOKLYN QUEENS HEALTHCARE

BOARD OF TRUSTEES MEETING

MINUTES

March 5, 2009

PRESENT:

Emil Rucigay, Esq.
Frank Chiarello
Fred T. Haller, Esq.
Herman Hochberg
Rajiv Garg
Vito J. D'Alessandro, M.D.
Gary Goffner
Vincent Arcuri
Adam Figueroa
John H. Cook, Jr., Esq.
David Hoffman, Esq. – Legal Counsel

EXCUSED:

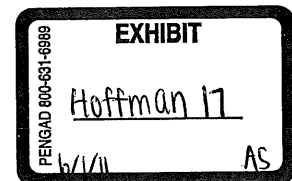
Krishna Mehta

Mr. Rucigay called the meeting to order at 3 p.m.

APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING:

ON A MOTION PROPERLY MADE BY MR. GOFFNER, SECONDED BY DR. D'ALESSANDRO, ALL IN FAVOR, THE MINUTES OF THE PREVIOUS MEETING OF FEBRUARY 5, 2009 WERE APPROVED BY THE BOARD OF TRUSTEES.

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In open discussion it was noted that 20 AUC medical students currently training at Caritas will finish out their current rotations at Wyckoff. Approximately 100 AUC students have been reassigned to other hospitals for their training.

Mr. Rucigay stated that Mr. Lavan made a presentation regarding this yesterday at the Caritas Board of Trustees meeting.

The Caritas bankruptcy and closure was discussed. It was noted that the closure is moving quickly. Final liquidation could be complete by mid-summer. Mr. Rucigay stated that we should plan to dissolve BQHC by that time. Mr. Rucigay stated that he instructed Mr. Kastanis to review employment contracts signed by Mr. Singleton and that provided salary increases to certain individuals.

Mr. Rucigay discussed the downsizing of Caritas as the closure proceeds and the lay off staff. He went on to say that John Lavan and John Kastanis are two individuals that are very much needed now. He commented that Mr. Lavan has the expertise to manage the Caritas bankruptcy and the Wyckoff turn around. Mr. Kastanis is a hands-on capable individual able to management the actual closing and liquidation of Caritas. He went on to say that the Creditor's Committee needs to approve the cost of both a CRO and CEO and they may not approve the spending. Mr. Lavan will be focusing his efforts primarily on Wyckoff and the Caritas CEO salary may need to be reduced.

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The issue of Meditech claim against Caritas/Wyckoff was discussed and Mr. Rucigay mentioned.

Mr. Rucigay noted that the Caritas receivables are in excess of \$20 million. Shutting down the system would prevent Caritas from billing. A suggestion was made to have Caritas continue to bill and as the money is collected pay down the balance of the Meditech liability. These payments would need to be approved by the Creditors Committee.

Mr. Rucigay then discussed the issue of the Caritas pension liability. Mr. Arcuri suggested a resolution to be approved by the Caritas Trustees recommending to the bankruptcy court that the pension liability receive priority payment.

Mr. Rucigay stated that we will pursue the court's approval. Mr. Rucigay will pursue this further with Mr. Zall to prepare the resolution. Once we have the resolution, Mr. Rucigay stated that there will be input from Mr. Arcuri, Ms. Mullally and Mr. Hoffman for presentation purposes.

In closing Mr. Rucigay stated that there are three issues we will concern ourselves with, and follow-up on, Ross University, Meditech and the Pension issue.

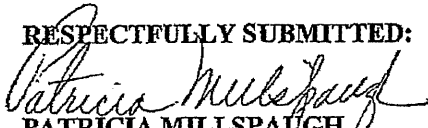
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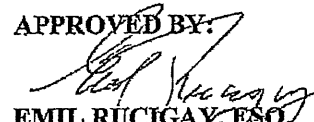
ADJOURNMENT:

**THERE BEING NO FURTHER BUSINESS TO DISCUSS, ON A MOTION
PROPERLY MADE BY MR. HALLER, SECONDED BY MR. HOCHBERG, ALL
IN FAVOR, THE MEETING ADJOURNED AT 4 P.M.**

RESPECTFULLY SUBMITTED:


**PATRICIA MILLSPAUGH
EXECUTIVE SECRETARY**

APPROVED BY:


**EMIL RUCIGAY, ESQ.
CHAIRMAN**

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